Hearing Date and Time: May 31, 2007 @10:00 a.m.

NUTTER, MCCLENNEN & FISH, LLP Peter Nils Baylor, Esq. Jesse I. Redlener, Esq. World Trade Center West 155 Seaport Boulevard Boston, MA 02210 Telephone: (617) 439-2000

Counsel to Hollingsworth & Vose Co.

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:) Chapter 11
DELPHI CORPORATION, et al.,) Case No. 05-44481 (BRL)) Jointly Administered
Debtors.))

HOLLINGSWORTH & VOSE CO.'S RESPONSE TO DEBTORS' OBJECTION TO CLAIM NO. 9540

Hollingsworth & Vose Co. ("H&V"), a trade supplier to Delphi Corporation., et al. the debtors and debtors-in-possession in the above captioned, jointly administered matter (the "Debtors"), submits this response to the Debtors' objection to its timely filed claim (the "Response"). The Debtors have objected to H&V's claim based upon the asserted grounds that the claim is "Subject to Modification and Reclamation Agreement". In furtherance of its Response, H&V states as follows:

BACKGROUND

- 1. On October 8 and 14, 2005 (the "Petition Dates"), the Debtors each filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
- H&V is a Massachusetts Corporation doing business at 112 Washington Street, E.
 Walpole, Massachusetts.
- 3. Shortly after the Petition Dates, H&V filed a reclamation demand requesting the return of goods delivered to the Debtors within the 20 days prior to the Debtors Petition Dates.
- 4. On February 21, 2006, H&V received a letter from the Debtors seeking to resolve the reclamation claim in the amount of \$5,984.96. H&V agreed with the Debtors' assessment of the reclamation amount and agreed to priority treatment of that portion of their claim (the "Priority Claim").
- 5. On or about July 13, 2006, H&V timely filed a proof of claim number 9540 (the "Claim") against Delphi Corporation in the amount of \$39,111.67. Attached to the Claim were copies of the unpaid invoices due from the Debtors evidencing the claim amount.
- 6. H&V's remaining unsecured, non-priority claim amount is \$33,126.71 (the "Unsecured Claim") after backing out the Priority Claim amount.
- 7. On March 28, 2007, the Debtors' filed the *Debtors' Thirteenth Omnibus*Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain

 (A) Insufficiently Documented Claims, (B) Claims Not Reflected on the Debtors Books and

 Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected on Debtors'

 Books and Records, (E) Untimely Claims and Untimely Tax Claims, and (F) Claims Subject to

Modification, Tax Claims Subject to Modification and Claims Subject to Reclamation Agreement (the "Objection"). The Objection seeks to modify H&V's Claim.

- 8. In addition to filing the Objection, the Debtors sent H&V a notice of objection (the "Notice") containing a basic outline of the objection to H&V's claim. The Notice set forth the appropriate amount of the Priority Claim but incorrectly seeks to modify the balance of H&V's Unsecured Claim from \$33,126.71 to \$9,173.00.
- 9. The Debtors have provided no evidence to support their assertion that the Unsecured Claim should be reduced in any amount, and have not demonstrated payment of the amounts set forth in the invoices attached as exhibits to the proof of claim filed by H&V against the Debtors. Those invoices are attached hereto as Exhibit A to this Response.
- 10. H&V seeks to defer the determination regarding the proper debtor entity against which its claim is asserted until this Court makes a finding as to whether the Debtors' cases are to be substantively consolidated.

MEMORANDUM OF LAW

11. Pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York, because there are no novel issues of law presented herein, H&V respectfully requests that the Court waive the requirement that H&V file a memorandum of law in support of its Response.

WHEREFORE, H&V respectfully requests that the Court enter an order:

- (i) Overruling the Debtors objection to H&V's Claim No. 9540 and allowing the Claim as a \$5,984.96 priority and \$33,126.71 non-priority claim against the Debtors; and
- (ii) Granting such other and further relief as it may deem just and proper.

Respectfully submitted,

HOLLINGSWORTH & VOSE COMAPNY

By its attorneys,

/s/ Peter Nils Baylor Peter Nils Baylor, Esq. (PNB 5248) Jesse I. Redlener, Esq. (JIR 4082) NUTTER, MCCLENNEN & FISH, LLP World Trade Center West 155 Seaport Boulevard Boston, MA 02210 (617) 439-2000

May 24, 2007

1633666.1

EXHIBIT A

286164 Invoice	286161 Invoice	286105 Invoice	285641 Invoice	285281 Invoice	285280 Invoice	285412 Invoice	285006 Invoice	284746 Invoice	284424 Invoice	284947 Invoice	284311 Invoice	284116 Invoice	283834 Invoice	280470 Invoice	276468 Invoice	Number Class
550011684	550011680	550011680	550011680	550011683	550011683	550011683	550011683	550011683	550011684	550011680	550011680	550011683	550011683	550011683	550011680	PO Number
30-Sep-05	30-Sep-05	29-Sep-05	26-Sep-05	21-Sep-05	21-Sep-05	22-Sep-05	19-Sep-05	15-Sep-05	13-Sep-05	19-Sep-05	12-Sep-05	9-Sep-05	6-Sep-05	2-Aug-05	22-Jun-05	PO Number Transaction Date
2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Nov-05	2-Oct-05	22-Jul-05	Due Date Days Late
253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	253 USD	284 USD	356 USD	ays Late Currency
\$1,234.90	\$2,167.70	\$2,112.05	\$2,100.13	\$2,304.18	\$2,256.48	\$4,809.75	\$ 955.33	\$3,378.75	\$2,265.75	\$2,109.40	\$4,210.85	\$2,257.80	\$3,463.55	\$1,189.85	\$8,520.20	Original
\$ 1,234.90 Open \$ 39,111.67	\$ 2,167.70 Open /	\$ 2,112.05 Open -	\$ 2,100.13 Open V	\$ 2,304.18 Open	\$ 2,256.48 Open /	\$ 4,809.75 Open ~	\$ 955.33 Open 🗸	\$ 3,378.75 Open ./	\$ 2,265.75 Open /	\$ 2,109.40 Open V	\$ 4,210.85 Open /	\$ 2,257.80 Open //	\$ 3,463.55 Open	\$ 109.99 Open /	\$ 3,375.06 Open /	Balance Due Status

はなるないとは、これので

Ŧ	•	REMIT TO: POB	PO Box 31267 Hartford CT 06150-1267	-1267		NUMBER 276468 DATE 22-JUN-2005 PURCHASE ORDER NUMBER	Invoice 38 PAGE 1 of 1
BILL T	Tax Reference: BILL TO: Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS	SHIP TO: DELF	HI ENERGY	DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE		550011680 our reference	
	AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	FLIN:	500 S AVERILL AVE FLINT MI 48506	กั		SALES ORDER NUMBER 07 820	NUMBER 07 820887
						CUSTOMER NUMBER	R LOCATION MI
PAYMER	PAYMENT TERMS DUE DATE TOB CODE SHI	SHD DATE	FR	FREIGHT BILL MEYHOD	SHIP	SHIPPING NUMBER	The second of th
N30	22-JUL-2005 FOB DESTINATION	22-JUN-2005					07 288166
NO ITEM	Invoice Description		0.	QUANTITY SHIPPED	пом	UNIT PRICE	EXTENDED AMOUNT
	FA2009/07.315IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4410			6746	LB.	1.263	8,520.20
デ ス	TOTAL NET WEIGHT: 7,012 TOTAL GROSS WEIGHT: 7,012 NO. OF PIECES: 7 Invoice Comments: CONSIGNMENT USAGE FOR PERIOD OF 6/14/05 THROUGH 6/22/05	1100 OF 6/14/05 THRO	UGH 6/22/05				

,我们就是这个人,我们就是这个人,我们就是这个人,我们就是这个人,我们就是这个人,我们也不是这个人,我们也不是这个人,我们也是这个人,我们也是这个人,我们也是这 一个是一个人,我们就是这一个人,我们就是这种人,我们也不是一个人,我们也不是一个人,我们也不是一个人,我们也不是一个人,我们也不是一个人,我们也是是一个人,我们

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE 8,520.20 0.50 0,00 Currency: USD 8,520.20

SUBTOTAL

FREIGHT CHARGES

[<u> </u>	 -=	N P][<u> </u>			T	
Invoice Comments:	TOTAL NET WEI TOTAL GROSS V NO. OF PIECES:	1 FA200 Custon	NO INVOICE I	MNS2			4800 FLINI	ILL TO: Altn: DELP	된 14	.	-	
	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	FA2009/06.475IN/6.0IN Customer Part # : 4280	Invoice Description	02-OCT-2005			4800 S SAGINAW PO BOX 1360 FLINT MI 48501	BILL TO: Altn: Accounts Payable DELPHI ENERGY & ET	Tax Reference:	112 Washington Street East Walbole, MA 02032		ollingeworth
usage report dated 8/1/05, rec'd 8/2/05 S/V report # 519	ധ ന	FA2009/06.475IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4280		FOB DESTINATION	The second secon		4800 S SAGINAW PO BOX 1360 FLINT MI 48501	Altr: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS	: 0 A A P	on Street . MA 02032	a voc company	Hollingsworth & Vose Company
d 8/2/05	898 958 1	NES.		SHIP DATE			· · · · · · · · · · · · · · · · · · ·					
LV — H COTTY ATLACTICATION				02-AUG-2005				SHIP TO:				REMIT TO:
and the second s				2005	Additional desired desired desired desired and a second se		FLINT MI 48506					PO Box 31267 Hartford CT 06150-1267
			QUANTITY SHIPPED	FREIGHT BILL, METHOD			о» ; «	ENGINE MGM				150-1267
		898 LB	MOM					SAS				
			Ç	SHIPFING NUMBER					<u></u>	4.0.00 × 4.0		
The Control of the Co		1.325	UNIT PRICE	MEER		CUSTOMER NUMBER	SALES ORDER NUMBER OZ 868	OUR REFERENCE	PURCHASE ORDER NUMBER 550011683	02-AUG-2005	иимвен 280470	
			EXTENDED AMOUNT	02 293361		<u> </u>	NUMBER 02 868199		NUMBER			Invoice
		1,189.85	AMOUNT			LOCATION				PAGE 1 of 1		

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

SPECIAL INSTRUCTIONS

PVICIENS

1,189.85

0.00

FREIGHT CHARGES

0.09

1,189.85 Currency: USD

	SPECI		5 7 44		NO N	PAYMEN MNS2	······································	BILL TO:	الدين الدين الدين	
	SPECIAL INSTRUCTIONS	S/V report # 529	EIGHT:	FA2009/06.475IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4280	Invoice Description	PAYMENT TERMS DUE DATE FOR CODE MNS2 02-NOV-2005 FOB DESTINATION	FLINT MI 48501	TO: Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1380	112 Washington Street East Walpole, MA 02032 TEL: 508-668-0295 Tax Reference:	Hollingsworth & Vose Company
The first of the f	National State of the Control of the					06-SEP-2005		SHIP TO: DELPHI ENERG SHUE & VOKES 500 S AVERILL FLINT MI 48506		REMIT TO: PO Box 31267 Hartford CT 06150-1267
	3,463.55 VAI				QUANTITY SHIPPED	FREIGHT BILL METHOD		DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506		150-1267
	0,00		·	2614				SYST		
	0			æ	WOD	<u> </u>				
	FREIGHT CHARGES			1.325	UNITPRICE	\$наррико кимвек	02 8 GUSTOMER NUMBER 1830	OUR REFERENCE SALES ORDER NUMBER	DATE 06-SEP-2005 PURCHASE ORDER NUMBER 550011683	NUMBER 283834
Currency:	101AL 3,463.55			3,463.55	EXTENDED AMOUNT	02 297912	02 868199 LOCATION MI	MBER	5 PAGE 1 Of	Invoice 834

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE 3,463.55 0.00 0.00 Currency: USD 3,463.55

				E 2		
Invoice C	TOTAL NET WEI TOTAL GROSS V	1 FA20 Custo	irem Invoice	PAYMENT TERMS MNS2	ILL TO: Altin DEI AUJ 480 FUII	
Invoice Comments: usag	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	FA2009/06.475IN/6.0IN Customer Part # : 4280	Invoice Description	02-NOV-2005	East Washington Street East Walpole, MA 02032 TEL: 508-668-0295 Tax Reference: BILL TO: Atm: Accounts Payable DELPHI ENERGY & ENGINE MGMT SY AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	Hollingsworth
usage report dated 9/9/05 S/V ref. # 530	، مدر همر	FA2009/06.475[N/6.0]NID/42.0!NOD/WSO/REDLINES Customer Part # : 4280		FOB DESTINATION	East Washington Street East Walbole, MA 02032 TEL: 508-668-0295 Tax Reference: Atm: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	Hollingsworth & Vose Company
	1,704 1,824 2	NES		SHIP DATE		
				09-SEP-2005	:01 dins	REMIT TO:
				005	i i	PO Box 31267 Hartford CT 06150-1267
			QUANTITY SHIPPED	FREIGHT BILL METHOD	DELPHI ENERGY & ENGINE MGMT SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506	150-1267
		1704			AT SYS	
		65	Mon	<u>0</u>		
		1.325	UNIT PRICE	SHIPPING NUMBER	P-200 1168 ERENU	NUMBER 294116
		2,257.80	EXTENDED AMOUNT	02 298374	DS PAGE 1 of 1 SER NUMBER 3 3 NUMBER 02 868199 MBER LOCATION MBER MI	Invoice

The second secon

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE Currency: USD

SPECIAL INSTRUCTIONS

PYLOLERS

2,257,80

0.00

FREIGHT CHARGES

TOTAL

0.00

2,257.80

	REMITTO: PO Box 31267				Invoice
Hollingsworth & Vose Company	Figure Co. Co. Co. Co.	i i i i i i i i i i i i i i i i i i i		NUMBER 284311	-3
112 Washington Street East Walpole, MA 02032				12-SEP-2005	PAGE 1 of 1
TEL: 508-668-0295 Tax Reference:				PUHCHASE ORDER NUMBER 550011680	ijmeër
BILL TO: Aitn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS	SHIP TO: DELPHI ENERGY & ENGINE M SHUE & VOKES WAREHOUSE	DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE		OUR REFERENCE	
AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FUNT MI 48501	500 S AVERILL AVE FLINT MI 48506	AVE		SALES ORDER HUMBER 02 868	NUMBER 02 868199
				CUSTOMER HUMBER	м)
MNS2 02-NOV-2005 FOB DESTINATION SHIP DATE	12-SEP-2005	FREIGHT BILL METHOD	ž.	SHIPPING MUNISER	02 298599
nem Invoice Description		QUANTITY SHIPPED	WOW	UNIT PRICE	EXTENDED AMÓUNT
1 FA2009/07.315IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4410		3178	В	1,325	4,210.85
TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES: 3,418					
Invoice Comments: usage report dated 9/12/058 S/V report # 531					

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

SPECIAL INSTRUCTIONS

SUBTOTAL

4,210.85

0.00

FREIGHT CHARGES

TOTAL

0.00

4,210.85 Currency: USD

		1	1	2 3	1I				<u> </u>				T	•
Invoice Comments:	TOTAL NET WE! TOTAL GROSS \ NO. OF PIECES:	1 FA200 Custor	πεм Invoice	MNS2			#200 #800	AUTO	SILL TO: Attn:	ی تر	t het i	•		•
	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO, OF PIECES:	FA2009/05.5IN/6.0INID/ Customer Part # : 8047	Invoice Description	02-NOV-2005			4800 S SAGINAW PO BOX 1360 FLINT MI 48501	OMOTIVE COMPO	BILL TO: Attn: Accounts Payable DELPHI ENERGY & EN	TEL: 508-668- Tax Reference:	East Walpole, MA 02032	112 Washington Street	III IOWS DIMBOL	Jellingamouth
usage report dated 9/13/05 S/V report # 532	1,7 1,8	FA2009/05.51N/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 8047		FOB DESTINATION			BOX 1360	AUTOMOTIVE COMPONENTS GROUP	Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS	. 0295	MA 02032	on Street	nomingsworm & vose company	S Vana Campania
	1,710 1,830 2	co		SHIP DATE		 				* ****				-
		و با داده		13-SEP-2005					SHIP TO:					REMIT TO:
		Alle de la companya d		05			FLINT MI 48506	500 S AVERILL AVE	DELPHI ENERO SHUE & VOKE					PO Box 31267 Hartford CT 06150-1267
Andrews and the second		1710	QUANTITY SHIPPED	FREIGHT BILL METHOD			0.1	AVE	DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE					150-1267
			WO.											
			UN	SHIPPING HUMBER								_		
		1.325	UNIT PRICE	MRER		CUSTOMER NUMBER 1630	02	SALES ORDER NUMBER	OUR REFERENCE	PURCHASE ORDER NUMBER 550011684	13-SEP-2005	DATE	NUMBER 284424	
Afficial to the state of the st		2,265.75	EXTENDED AMOUNT	02 298782		ER LOCATION	02 867234	10ER		NUMBER	1 of 1	PAGE	24	Invoice

A STATE OF THE PARTY OF THE PAR

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

SPECIAL INSTRUCTIONS

SUBTOTAL

2,265.75

0.00

FREIGHT CHARGES

TOTAL

0,00

2,265.75 Currency: USD

				7	75.	うう Div 34307					
	# #	ollingsworth	Hollingsworth & Vose Company		, .	Hartford CT 06150-1267	150-1267			NUMBER	Invoice
		112 Washington Street East Walpole, MA 02032	on Street , MA 02032							15-SEP-2005	FAGE 1 of 1
	Te	Tax Reference:	-0295							PURCHASE ORDER NUMBER 5500 11683	ERNIMBER
BILL	To: Attn: A DELPI AUTO 4800 S	BILL TO: Attn: Accounts Payable DELPHI ENERGY & ENGINE MG AUTOMOTIVE COMPONENTS G 4800 S SAGINAW PO BOX 1360	Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360		SHIP TO:	i	DELPHI ENERGY & ENGINE MGMT SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506	MT SYS		OUR REFERENCE SALES ORDER NUMBER OO OGO	UNIDER COCOLOGO
		FEINT M: 48501		To the second se						сизтомен нимвен 1830	MBER LOCATION
MNIS2	WNIS2	02-NOV-2005	FOB DESTINATION	SHIP DATE	15-SEP-2005)05	FREIGHT BILL METHOD	_		SHIPPING NUMBER	02 299087
Meal	Invoice C	Invoice Description					QUANTITY SHIPPED		MON	UNIT PRICE	EXTENDED AMOUNT
	FAZ009 Custom	FA2009/06.475IN/6.0IN Customer Part # : 4280	FA2009/06.475IN6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4280	ES				2550	ĻВ	1.325	3,378.75
-	TOTAL NET WEI TOTAL GROSS I	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	2,550 2,790 4	50 90 4							
	Invoice Comments:		usage report dated 9/15/05 S/V report # 533								
COB45	SPECIAL INSTRUCTIONS	SNI	علائد المرابع الماسان	OCHANICATION PARTY AND		SUBTOTAL		747		FREIGHT CHARGES	10141
							3,378,75	0,00	00	00.00	3,378.75

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

Currency: USD

	<u> </u>	1		l 		الجنر
Invoice Comments:	TOTAL NET WEI TOTAL GROSS V	1 FA200 Gustoi	NO Invoice	MNS2	BILL TO: Attn: DELI AUTI 4800 FLIN	_
	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	FA2009/07.315IN/6.0INI Customer Part # : 4410	Invoice Description	02-NOV-2005	112 Washington Street East Walbole, MA 02032 TEL: 508-668-0295 Tax Reference: BILL TO: Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SY AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	follingsworth
usage report dated 9/19/05 S/V report # 534	ನೆಪೆ	FA2009/07.315IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4410		FOB DESTINATION	112 Washington Street East Walbole, MB 02032 TEL: 508-668-0295 Tax Reference: Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	Hollingsworth & Vose Company
	1,592 1,712	NES		SHEDATE		Spp.
				19-SEP-2005	SHIP TO:	REMIT TO:
				905	DELPHI ENERGY & SHUE & VOKES WA 500 S AVERILL AVE FLINT MI 48506	PO Box 31267 Hartford CT 06150-1267
		1592	QUANTITY SHIPPED	FREIGHT BILL METHOD	ENGINE MGMT REHOUSE	150-1267
		2 LB	Mou	<u>~</u>	SYS	
		1.325	UNIT PRICE	SHIPPING NUMBER	P-20 1168 FREW	NUMBER COAL
		2,109.40	EXTENDED AMOUNT	02 299426	PAGE DER NUMBER O CE RUMBER O CE MBER LOCATION MI	Invoice

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE SUBTOTAL 2,109.40 0 . 00 PREIGHT CHARGES 0.00 Currency: USD 2,109.40

SPECIAL MOTHUCTIONS

				The state of the s	AND THE REAL PROPERTY OF THE P	-	usage report dated 9/19/05 S/V report # 535		Invoice Comments:	
						721 781		TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	TOTAL NET WEI	
955.33	1.325		8.	721		NE S	FA2009/06.475IN/6.0INID/42.0INOD/WSQ/REDLINES Customer Part # : 4280	FA2009/06.475IN/6.0INI Customer Part # : 4280	FA200 Custon	
EXTENDED AMOUNT	UMT PRICE		MON	QUANTITY SHIPPED				Invaice Description	No Invoice	zΞ
02 299441	SHIPPING NOWBER	SHIPPIN		FREIGHT BILL METHOD	19-SEP-2005	SHIP DATE	FOB DESTINATION	02-NOV-2005	MNS2	Z
				distinct desid at .						
BER LOCATION	CUSTOMER NUMBER 1830									
02 869880	0.			Φ	FLINT MI 48506		BUX 1360	FUNT MI 48501	FLINI	
MARR	SALES ORDER NUMBER	_		AVE	500 S AVERILL AVE		AUTOMOTIVE COMPONENTS GROUP	DMOTIVE COMP	AUIC	
	OUR REFERENCE		S	DELPHI ENERGY & ENGINE MOMT SYS SHUE & VOKES WAREHOUSE	SHIP TO: DELPHI ENERG		Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS	BILL TO: Attn: Accounts Payable DELPHI ENERGY & EN	LL TO: Attn: DELP	<u> </u>
ER KUMBER	PURCHASE ORDER KUMBER 550011683						., .	Tax Reference:	₩;	
5 1 of 1	19-SEP-2005						00 001550 , MA 02032	Hast Washington Street Rast Walpole, MA 02032 Mpr. Shalaspingas	} -1	1
	NUMBER 285006							Tarkdach of	Š	
Invoice				150-1267			Hollingsworth & Vose Company	dollinasworth		
					REMIT TO: PO Box 31267					

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE 955,33 0.00 0,00 Currency: USD 955,33

SUBTOIAL

A

FREIGHT CHARGES

TOTAL

					MEM	MNS2	200	4-1		-		E				2	I		
Invoice Comments:	NO. OF PIECES:	TOTAL NE	Custon	FA2009		MNS2	30(034.20)		!	FLIXI	A 001 C	TO: Attn: /		77 =	ą ce	1	\		
	ECES:	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT:	Customer Pan # : 4280	3/06.475IN/6.0IN	Invaice Description	02-NOV-2005	ONE DATE			#600 3 3AGIRAW FO BOX 1300 FLINT MI 48501		BILL TO: Attn: Accounts Payable DELPHI ENERGY & EI		Tax Reference:	East Walbole, MA 02032	112 Washingt	Somo	ollingsworth	
usage report dated 9/21/05 S/V report # 536				FA2009/06.475IN/6.0INID/42.0INOD/WSO/REDLINES		FOB DESTINATION	TOE COST			DOC LODO	ACTOMOTIVE COMPONENTS GROOT	Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS		17 0000	, MA 02032	Washington Street		Hollingsworth & Vose Company	
	2	1,703 1,823		LINES		SHIP DATE													
						21-SEP-2005						SHIP TO:					(III.) - 10-10-10-10-10-10-10-10-10-10-10-10-10-1		REMIT TO:
						2005				FERNE WI 48506	SUU S AVERILL AVE								: PO Box 31267
				1703	опчилих вираер	KEGET GILL RETHOD				o.	AVE	DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE						150-1267	
				E	MOU							ഗ							
					UM	SHIPPING NUMBER		,				·							
				1.325	UMT PRICE	NUMBER OF THE PROPERTY OF THE		1830	CUSTOMER MUNISER	02	SALES ORDER NUMBER	OOK RETEXENCE	0000	PURCHASE ORDER NUMBER 550011683	21-SEP-2005	DATE	NUMBER 285280		
					EXTENDED AMOUNT	02 299899		- ₹	-	02 869880	SER			NUMBER		- F	80	Invoice	
				2,256.48	AMOURT	96			LOCATION						1 of 1	PAGE		·	

A THE RESIDENCE OF THE PROPERTY OF THE PROPERT

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE SUBTOTAL 2,256,48 0.00 FREIGHT CHARGES 0.00 TOTAL Currency: USD 2,256.48

		_	1								
		SPECIAL		lnv	<u> </u>		ON WB15	MNS2	BH.L.		
		SPECIAL INSTRUCTIONS		Invoice Comments:	TOTAL NET WENTOTAL GROSS V	FA2000 Custom	Invoice [TERMS	O: Attn:// DELP AUTC 4800: FLINT		•
		SMC		nments:	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	FA2009/06.475IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4280	Invoice Description	02-NOV-2005	BILL TO: Atln: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	112 Washingto East Walpole. TEL: 508-668. Tax Reference:	Hollingsworth & Vose Company
				n NS		N/6.0INII : 4280	13		Payable IGY & EN COMPC AW POI	hingto lpole, 8-668- erence:	worth
				usage report dated 9/21/05 S/V report # 537)/42.0IN		FOB DESTINATION	AGINE M DNENTS BOX 136	Washington Street E Walpole, MA 02032 : 508-668-0295 Reference:	& Vose
				tated 9/2 37		OSWAGC		STINATI	GMT SY GROUP 0	1032 1032	Comp
				1/05	1,739 1,859 2	REDLIN		2	σ		any
					39 59 2	ES		SHIP DATE			
								21-SEP-2005	SHIP TO:		REMIT TO:
								2005	l!		
	····	aris				Control of the last of the las			DELPHI ENERGY & SHUE & VOKES WA 500 S AVERILL AVE FLINT MI 48506		PO Box 31267 Hartford CT 06150-1267
With mental or manager of the	8ú	SUBTOTAL					LINVOO	FREIGH	RGY & E ES WAR L AVE 06		6150-126
	2,304.18						QUANTITY SHIPPED	FREIGHT BR.L. METHOD	DELPHI ENERGY & ENGINE M SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506		77
		VAT				1739		8	DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506		
	0.00					6	MON		တိ		
	·*************************************	FRE						SHEPPING NUMBER			
		FREIGHT CHARGES				, <u>.</u> .	UNIT PRICE	YUMBER	SALES SALES CUSTO 1830	DATE 21-SE FURCH 5500	NUMBER
	0.00	ES				1.325			ORDER NU	DATE 21-SEP-2005 FURCHASE ORDER NUMBER 550011683	lı 285281
9	<u>-</u>	TATOT	•				EXTENDE	02 299907	O2 869880	· —	Invoice 81
Currency: USO	2,304.18					2,304.18	EXTENDED AMOUNT)07	LOCATION	PAGE 1 of	
GSD	H					18				7	

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

INVOICE ER 285412 ER 285412 PAGE 1 OF
NVOICE NVOICE R 39880 2 30000 2 30000

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE 4,809.75 0.00 0.00 Currency: USD 4,809.75

SUBTOTAL

FREIGHT CHARGES

		SPECIAL	Į,	× 7.7		NO	PAYMENT TERMS MNS2	BILL		1	
		SPECIAL INSTRUCTIONS	/oice Co	TOTAL NET WEI TOTAL GROSS \ NO. OF PIECES:	FA200 Custon	Invoice	TERMS	o: Attn: DELF AUTC 4800 FLIN	다 H		7
		ONS	Invoice Comments: usa S/V	GHT: M≅IGI	FA2009/07.315IN/6.0IN Customer Part #: 4410	Invoice Description	02-NOV-2005	BILL TO: Attn: Accounts Payable DELPHI ENERGY & ENGINE MG AUTOMOTIVE COMPONENTS G 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	TEL: 508-668- Tax Reference:	112 Washington Street East Walpole. MA 0203	ioilingsworth
			usage report dated 9/26/05 S/V report # 539		FA2009/07.315IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4410	- CORLINE A STREET AND A STREET	FOB DESTINATION	Attn: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 FLINT MI 48501	-0295	on Street . MA_02032	Hollingsworth & Vose Company
				1,585 1,705 2	NES		SHIP DATE				
						ik, ankkarojim viraski, ja je žestik ritika slikipismi sa smrti saka	26-SEP-2005	SHIP TO: DELP SHUE 500 S FLINT			REMIT IO: FO BO
	<u> </u>	aus						DELPHI ENERGY & SHUE & VOKES WA 500 S AVERILL AVE FLINT MI 48506			Hartford CT 06
	2,100,13	SUBTOTAL				QUANTITY SHIPPED	FREIGHT BILL METHOD	DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506			Hartford CT 06150-1267
		VAT			1585	بيونون عدد ده	800	AGMT SY			
	0.00				E6	PROFI		જ			
		FRE					SHIPPING NUMBER		er in treatment	Managara da	
	0.00	FREIGHT CHARGES			1.325	UNIT PRICE	NUMBER	SALES ORDER NUMBER 02 868 0USTOMER NUMBER 1830	PURCHASE ORDER NUMBER 550011680	DATE 26-SEP-2005	NUMBER 285641
Currency: USD	2,100.13	TATOX			2,100.13	EXTENDED AMOUNT	02 300554	СЕ NUMBER 02 868199 MBER LOCATION MI	NUMBER	PAGE 1 Of 1	Invoice

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

		SHECIAL INSTRUCTIONS	Invoice Comments: usage report dated 9/28/05 S/V report # 540	TOTAL NET WEIGHT: 1,594 TOTAL GROSS WEIGHT: 1,714 NO. OF PIECES: 2	1 FA2009/07.315IN/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 4410	ทะผ พอ ใกงoice Description	PAYMENT TERMS DUE DATE FOR CODE MNS2 02-NOV-2005 FOR DESTINATION		BILL TO: Attn. Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS AUTOMOTIVE COMPONENTS GROUP 4800 S SAGINAW PO BOX 1360 EI INT MI 48501	112 Washington Street East Walbole, MA 02032 TML: 508-668-0295 Tax Reference:	Hollingsworth & Vose Company
THIS INVOIC		<u> </u> ΒΙΒΊΟΤΑΙ				c	29-SEP-2005		SHIP TO: DELPHI ENERGY & SHUE & VOKES WA 500 S AVERILL AVE FLINT MI 48506		REMIT TO: PÖ Box 31267 Hartford CT 06150-1267
INVOICE IS SUBJ HEREOF WHICH /		2,112.05 VAN				QUANTITY SHIPPED	FREIGHT BILL METHOD		DELPHI ENERGY & ENGINE MGMT SYS SHUE & VOKES WAREHOUSE 500 S AVERILL AVE FLINT MI 48506		0-1267
JECT TO A		0.00	PAR AND REAL PROPERTY.		1594 LB	WOW			TSYS		
E IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE F WHICH ARE HEREBY INCORPORATED BY REFERENCE		FREIGHT CHARGES	Company of the Compan		1.325	UNIT PRICE	SHIPPING NUMBER	CUSTOMER NUMBER 1830	SALES ORDER NUMBER 02 861	DATE 29-SEP-2005 PURCHASE ORDER MUMBER 550011680	NUMBER 286105
TIONS ON 3Y REFERE	Currency:	101AL 2,112.05			2,112.05	EXTENDED AMOUNT	02 301042	JER LOCATION	се иимвен 02 868199	PAGE 1	Invoice

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

				REMIT TO:	PO Box 31267	1007			1	Invoice
	ollingsworth .	Hollingsworth & Vose Company							NUMBER 286161	
E 1:	112 Washington Street East Walpole, MA 02032	n Street MA 02032							30-SEP-2005	PAGE 1 of 1
7 1	TEL: 508-668- Tax Reference:	0295							PURCHASE ÖRDER NUMBER 550011680	MBÉR
BILL TO: Alln: /	BILL TO: Attn: Accounts Payable	Attn: Accounts Payable	, and the second	SHIP TO:	- 1	DELPHI ENERGY & ENGINE MGMT	SYS		OUR REFERENCE	
AUTO	AUTOMOTIVE COMPONENTS GROUP	NENTS GROUP			500 S AVERILL AVE	AVE			SALES ORDER NUMBER	<i>x</i>
4800 FLINT	4800 S SAGINAW PO BOX 1360 FLINT MI 48501	30X 1360	ABIT 1-24-		FLINT MI 48506	3,			02 868199)8199
			Tri Children and to						CUSTOMER NUMBER	Mi
								7000		
PAYMENT TERMS MNS2	02-NOV-2005	FOB DESTINATION	SHIP DATE	30-SEP-2005	005	FREIGHT BILL METHOD		Medilins	SHIPPING NUMBER 02	02 301147
ITEM Javaice I	Invoice Description					QUANTITY SHIPPED	WON		UNIT PRICE EX	EXTENDED AMOUNT
Ť				and the second second second	AND A STANDARD OF THE PARTY OF		T			
1 FA200s	EA2009/07.315iN/6.0iNit Customer Part # : 4410	FA2009/07.315iN/6.UINID/AZ.UINOD/WSO/REDLINES Customer Part # : 4410	CO CO				1636 LB		1.325	2,167.70
TOTAL NE	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT:	1,636 1,756	5 5							
Invoice Comments:		usage report dated 9/30/05 S/V report # 541								
										5: 6:

2,167,70 0.00 0.00 Currency: USD 2,167.70

TYLOIBUS

暑

FREIGHT CHARGES

TOTAL

SPECIAL INSTRUCTIONS

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE

			Ez	M PA]			ᄪ			T	
Invoice Comments:	TOTAL NET WEI TOTAL GROSS I NO. OF PIECES:	FA200 Custon	NO Invoice	MNS2			4800 FLINI	LL TO: Attn: DELF	⊬∄ ⊢	,		
	TOTAL NET WEIGHT: TOTAL GROSS WEIGHT: NO. OF PIECES:	FA2009/05.5IN/6.0INID/ Customer Part # : 8047	Invoice Description	02-NOV-2005			4800 S SAGINAW PO BOX 1360 FLINT MI 48501	BILL TO: Attn: Accounts Payable DELPHI ENERGY & EN	Tax Reference:	IIZ washington Street East Walbole, MA 02032		follingsworth
usage report dated 9/30/05 S/V report # 542	n o	FA2009/05.51N/6.0INID/42.0INOD/WSO/REDLINES Customer Part # : 8047		FOB DESTINATION			#4800 S SAGINAW PO BOX 1360 FLINT MI 48501	Alth: Accounts Payable DELPHI ENERGY & ENGINE MGMT SYS	;; 10 kg b	on Street , MA 02032	S TOSE COMPANY	Hollingsworth & Vosa Company
	932 992 1	S		SHIP DATE		*** *** ****						
				30-SEP-2005				SHIP TO:				REMIT TO:
				005			FUNT MI 48506					PO Box 31267 Hartford CT 06150-1267
		(0)	ОНАНТИТУ SHIPPED	FREIGHT BILL METHOD			φ ; < n	ENGINE MGMT				150-1267
		932 LB	MON					SYS				
				SHIPPING								
		1.325	UNIT PRICE	SHIPPING NUMBER		CUSTOMER NUMBER 1830	SALES ORDER NUMBER 02 861	OUR REFERENCE	90011684	30-SEP-2005	NUMBER 286164	
		1,234.90	EXTENDED AMOUNT	02 301148		MI LOCATION	02 867234		NUMBER	PAGE 1 of 1		Invoice

THIS INVOICE IS SUBJECT TO ALL TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF WHICH ARE HEREBY INCORPORATED BY REFERENCE 1,234.90 0,00 0.00 Currency: USD 1,234.90

SUBTOTAL

PREJURIT CHARGES

NUTTER, MCCLENNEN & FISH, LLP Peter Nils Baylor, Esq. Jesse I. Redlener, Esq. World Trade Center West 155 Seaport Boulevard Boston, MA 02210 Telephone: (617) 439-2000

Counsel to Hollingsworth & Vose Co.

UNITED STATES BANKRUPTCY COUR	I
SOUTHERN DISTRICT OF NEW YORK	

)
In re:) Chapter 11
DELPHI CORPORATION, et al.,) Case No. 05-44481 (BRL)
Debtors.) Jointly Administered)
)

CERTIFICATE OF SERVICE

I, Peter Nils Baylor, hereby certify that on May 24, 2007, I caused a true and correct copy of the *Hollingsworth & Vose Co.'s Response to Debtors' Objection to Claim No. 9540* to be served upon all parties who receive notice via the Court's CM/ECF electronic filing system and to the following parties by regular mail, postage prepaid unless otherwise indicated:

The Honorable Robert D. Drain United States Bankruptcy Judge Chambers/Courtroom: 610 One Bowling Green New York, NY 10004-1408 Via Overnight Mail Skadden Arps, Slate, Meagher & Flom LLP Attn: John W. Butler, Jr. Attn: John Lyons Attn: Joseph Wharton 333 West Wacker Drive, Suite 2100 Chicago, IL 60606 Via Email

Delphi Corporation Attn: General Counsel 5725 Delphi Drive Troy, MI 48098 Via Facsimile

Davis Polk & Wardell Attn: Donald Bernstein Attn: Brian Resnick 450 Lexington Avenue New York, NY 10022

Fried, Frank, Harris, Shriver & Jacobson LLP Attn: Bonnie Steingart One New York Plaza New York, NY 10004

Dated: May 24, 2007

Simpson Thatcher & Bartlett, LLP Attn: Kenneth S. Ziman 425 Lexington Avenue New York, NY 10017

Latham & Watkins LLP Attn: Robert J. Rosenberg Attn: Mark A. Broude 885 Third Avenue New York, NY 10022

Office of the U.S. Trustee Southern District of New York Attn: Alicia M. Leonard 33 Whitehall Street, Suite 2100 New York, NY 10004

/s/ Peter Nils Baylor

Peter Nils Baylor, Esq. Nutter, McClennen & Fish, LLP World Trade Center West 155 Seaport Boulevard Boston, MA 02110-2604 (617) 439-2000